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December 20, 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

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DEC 20 2005

Federal Communications Commission
Office of Secretary

Re: [REDACTED]
MM Docket No. 92-264

Dear Ms. Dortch:

Pursuant to 47 C.F.R. § 76.503(g), Comcast Corporation ("Comcast") hereby notifies the Commission that during the first half of 2006 it anticipates it will acquire from Susquehanna Cable Co. ("Susquehanna") cable systems in Pennsylvania, Maine, New York, Illinois, Indiana, and Mississippi serving approximately 226,117 subscribers.¹

In an October 21, 2005 letter to the Commission, Comcast estimated that it was attributed with approximately 26,025,069 cable subscribers or approximately 27.8% of all MVPD subscribers. On December 6, 2005, Comcast acquired approximately 1,400 subscribers in Spokane, Washington from Cable Montana. Accordingly, based on the most recent available data, and assuming the most conservative interpretation of the Commission's current attribution rules, Comcast estimates that it is currently attributed with approximately 26,026,469 cable subscribers, or approximately 27.8% of all MVPD subscribers ($26,026,469 \div 93,600,000 = 27.8\%$).² After its acquisition of Susquehanna's cable systems, Comcast estimates that it will be attributed with approximately 26,252,586 subscribers, or approximately 28.05% of all MVPD subscribers ($26,026,469 \text{ subscribers} + 226,117 \text{ Susquehanna subscribers} = 26,252,586 \div 93,600,000 \text{ total MVPD subscribers} = 28.05\%$).³

¹ Comcast believes that its ownership interest in Susquehanna's 226,117 subscribers is not attributable because Susquehanna has a single majority shareholder. See Comcast Petition for Waiver, filed in CSR-6950-X (public noticed Dec. 8, 2005). Concurrently with the filing of this letter, Comcast is filing with the Commission an application for consent to assignment of the licenses identified on the Attachment hereto.

² See *Kagan Media Money*, Oct. 25, 2005, at 4.

³ Comcast is currently in the process of obtaining approval of transactions involving Comcast, Time

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Marlene H. Dortch, Secretary
Federal Communications Commission
December 20, 2005
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An original and four (4) copies of this letter and attachment are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Should you have any questions regarding the foregoing, kindly contact the undersigned.

Sincerely,



Peter H. Feinberg

cc: See attached service list

Warner Inc., and Adelphia Communications Corp. (the "Adelphia Transactions"). Assuming the proposed Adelphia Transactions close, Comcast will still be attributed with fewer than 30% of all MVPD subscribers nationwide. *See* Comcast Opposition to Free Press et al. Motion, filed in MB Docket No. 05-192, at 5-6 (Nov. 7, 2005).

CERTIFICATE OF SERVICE

I, MARLENE SHOSWARTZ, do hereby certify that I caused one copy of the foregoing Ex Parte letter of Comcast to be served by hand delivery on all parties below, this 20th day of December 2005.

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